

Guidry Steven P  
Form 3  
July 06, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Guidry Steven P</p> <p>(Last) (First) (Middle)</p> <p>C/O MARATHON OIL CORPORATION,Â 5555 SAN FELIPE RD.</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77056</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARATHON OIL CORP [MRO]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) V.P. - Business Development</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Marathon Oil Corporation Common Stock	12,753.068	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Guidry Steven P - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Appreciation Right	05/26/2007	05/26/2014	Common Stock	1,270	\$ 10.53	D	Â
Employee Stock Option (Right to Buy)	06/10/2008	06/10/2015	Common Stock	6,568	\$ 16.19	D	Â
Employee Stock Option (Right to Buy)	06/01/2009	06/01/2016	Common Stock	7,840	\$ 23.69	D	Â
Employee Stock Option (Right to Buy)	05/30/2010	05/30/2017	Common Stock	15,233	\$ 38.25	D	Â
Employee Stock Option (Right to Buy)	05/28/2011	05/28/2018	Common Stock	11,450	\$ 32.06	D	Â
Employee Stock Option (Right to Buy)	05/27/2012	05/27/2019	Common Stock	11,705	\$ 18.32	D	Â
Employee Stock Option (Right to Buy)	05/26/2011 <sup>(1)</sup>	05/26/2020	Common Stock	23,412	\$ 19.03	D	Â
Employee Stock Option (Right to Buy)	05/25/2012 <sup>(2)</sup>	05/25/2021	Common Stock	33,705	\$ 33.06	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guidry Steven P C/O MARATHON OIL CORPORATION 5555 SAN FELIPE RD. HOUSTON, TX 77056	Â	Â	Â V.P. - Business Development	Â

## Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Steven P. Guidry 07/06/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vests in cumulative annual installments of 11,705 and 11,707 shares on May 26, 2012 and 2013, respectively.
- (2) Vests in three cumulative annual installments of 11,235, 11,235 and 11,235 on May 25, 2012, 2013, and 2014, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.